

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S  
ANNUAL GENERAL MEETING TO BE HELD ON 5 JUNE 2020**

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The board of directors (the “**Board**” or “**Directors**”) of ES Group (Holdings) Limited (the “**Company**”) refers to the following:-

- (i) the Notice of Annual General Meeting issued on 12 May 2020 (the “**Notice of AGM**”) to convene the Annual General Meeting of the Company for the financial year ended 31 December 2019 to be held on 5 June 2020 at 2:30 p.m. (“**AGM**”);
- (ii) the implementation of the circuit breaker measures (enhanced safe distancing measures and closure of workplace premises) announced by the Singapore Government on 3 April 2020 to curb the further spread of COVID-19;
- (iii) the COVID-19 (Temporary Measures) Act 2020 passed by the Parliament on 7 April 2020 (“**COVID-19 Act**”) which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (iv) the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (“**COVID-19 Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies; and
- (v) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (and updated on 27 April 2020) providing a checklist (which provides further guidance on COVID-19 Act and COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

This announcement is circulated with and forms part of the Notice of AGM in respect of the AGM.

In light of the above developments and the evolving COVID-19 situation, the Board wishes to inform shareholders of the Company (“**Shareholders**”) that the Company will conduct the AGM by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will be applying for the automatic time-limited exemption with the Ministry of Trade and Industry to have temporary operations in the same physical location for the purpose of holding the AGM. For the duration of the AGM, the Company will ensure that it complies with all regulations, in particular, on the number of persons at the same physical location of the AGM not exceeding six (6); and the safe distancing measures contained in the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 or the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (and any subsequent advisories or regulations as may be issued).

Printed copies of the documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2019, the Addendum to Shareholders in relation to the proposed renewal of the share buy-back mandate, the Notice of AGM, and the accompanying proxy form for the AGM, will be sent to Shareholders. The abovementioned documents will also be published electronically on (i) the SGX-ST's website at

<https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at [https://www.esgroup.com.sg/html/ir\\_overview.php](https://www.esgroup.com.sg/html/ir_overview.php).

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person. **Any Shareholder seeking to attend the AGM physically in person will be turned away.**

The Company has made the following alternative arrangements for Shareholders to participate at the AGM:-

- (a) observing or listening to the proceedings of the AGM contemporaneously via a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**") or a "live" audio-only stream (via telephone) of the AGM ("**LIVE AUDIO STREAM**"), respectively;
- (b) submitting questions in advance of the AGM; and
- (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM.

Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including SRS investors, and who wish to participate at the AGM by:-

- (i) observing or listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST or LIVE AUDIO STREAM, respectively;
- (ii) submitting questions in advance of the AGM; and
- (iii) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM,

should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the AGM.

Please see details of the aforesaid alternative arrangements for Shareholders' participation at the AGM in the following paragraphs set out below.

#### **LIVE WEBCAST OR LIVE AUDIO STREAM:**

1. Shareholders may watch or listen to the AGM proceedings through the LIVE WEBCAST (via their smart phones, tablets or laptops/computers) or the LIVE AUDIO STREAM (via telephone). To do so, Shareholders will need to register at <https://zoom.us/webinar/> (the "**Registration Link**") by 2:00 p.m. on 1 June 2020 (the "**Registration Deadline**") to enable the Company to verify their status.
2. Following verification, authenticated Shareholders will receive an email on 3 June 2020 containing a link to access the LIVE WEBCAST of the AGM proceedings as well as a toll-free telephone number to access the LIVE AUDIO STREAM of the AGM proceedings (the "**Verification Email**").
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not Shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST or LIVE AUDIO STREAM.
4. Shareholders who register by the Registration Deadline but do not receive the Verification Email on 3 June 2020 may contact the Company by email at [general@esgroup.com.sg](mailto:general@esgroup.com.sg) for

assistance. When contacting the Company, Shareholders should provide the following information to the Company: (a) full name as per CDP/SRS Account records; (b) the last four digits of the NRIC No./FIN No./Passport No. (if the shareholder is an individual) or the Company Registration No. (if the Shareholder is a corporation); and (c) email address that was used for the purposes of the registration.

5. To ensure orderly proceedings and timely commencement of the AGM, Shareholders are encouraged to access the LIVE WEBCAST or LIVE AUDIO STREAM at least 15 minutes prior to the commencement of the AGM.

#### **SUBMISSION OF PROXY FORMS TO VOTE:**

1. **Shareholders may only exercise their voting rights at the AGM via proxy voting. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO STREAM and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf. Shareholders must specifically indicate how they wish to vote for or vote against (or abstain from voting) in respect of a resolution set out in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. The proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must: (a) if sent personally or by post, be lodged at the office of the Company at 8 Ubi Road 2, #06-26 Zervex, Singapore 408538; or (b) if submitted by email, be received by the Company at [general@esgroup.com.sg](mailto:general@esgroup.com.sg), in either case, by 2:30 p.m. on 3 June 2020 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
4. A Shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
5. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
6. SRS investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 2:30 p.m. on 26 May 2020) in order to allow sufficient time for their respective SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

#### **SUBMISSION OF QUESTIONS:**

1. **Shareholders will NOT be able to ask questions during the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
2. To ensure orderly proceedings during the LIVE WEBCAST or LIVE AUDIO STREAM, Shareholders should submit questions relating to the items on the agenda of the AGM, at the same time as their registration, via the Registration Link. All questions must be submitted by 2.00 p.m. on 1 June 2020.
3. The Company will endeavour to address the substantial and relevant questions from Shareholders relating to the items on the agenda of the AGM prior to the AGM by publishing its answers and responses on (i) the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate

website at [https://www.esgroup.com.sg/html/ir\\_overview.php](https://www.esgroup.com.sg/html/ir_overview.php), or at the AGM via LIVE WEBCAST or LIVE AUDIO STREAM. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

4. The aforementioned responses to such questions from Shareholders, together with the minutes of the AGM, will be published on (i) the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at [https://www.esgroup.com.sg/html/ir\\_overview.php](https://www.esgroup.com.sg/html/ir_overview.php), within one (1) month after the date of the AGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM.

By Order of the Board  
**ES GROUP (HOLDINGS) LIMITED**

LOW CHEE WEE  
Executive Director and Chief Executive Officer  
12 May 2020

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*